LAW OFFICES A PROFESSIONAL SERVICE CORPORATION 701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020

TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION 3100 AIRPORT WAY S

September 12, 2013 Bill Number: 130491

File Number TUL003.0168

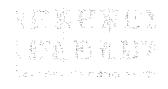
SEATTLE, WA 98134-2116

Re: SPECIAL COUNSEL

### REMITTANCE STATEMENT

Please enclose this page with your payment or include this information on your check stub. Bill number Date of Bill Bill amount Credits/Late Fees Amount due Amount remitted 130491 09/12/13 \$20,504.85 \$0.00 \$20,504.85 \$ \_\_\_\_\_\_ \$20,504.85 \* - Current Bill If you have already paid any portion of the total balance, we thank you. If not, please remit payment in full as soon as possible.

M	ETHOD OF PAYMENT	
Check or money order payable to	o Carney Badley Spellman	
Visa/MC No:	Exp Date:	Amount to Charge:
Name on Account:		
Signature:		



LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION 3100 AIRPORT WAY S SEATTLE, WA 98134-2116 September 12, 2013 Bill Number: 130491

File Number TUL003.0168

Re: SPECIAL COUNSEL

FOR PROFESSIONAL SERVICES

### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	Description	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/20/13	SSS	Review Master License Agreement for Singapore Kitchen Language Pte Ltd and analyze effects of expiration of the agreement.(1.2) Draft detailed email re same.(0.3)	1.50 Hrs	275.00 /hr	\$412.50
03/22/13	SSS	Review license agreement with Kitchen Language to determine whether licensee has a requirement to give notice of its intent not to renew the agreement.(0.2) Email summary re same. (0.1)	0.30 Hrs	275.00 /hr	\$82.50
03/26/13	CSP	Review re insurance tail issue (.4)	0.40 Hrs	360.00/hr	\$144.00
03/28/13	SSS	Review correspondence from Kitchen Language re expiration of Master License Agreement.(0.3) Draft response letter regarding rights and responsibilities upon expiration.(0.5)	0.80 Hrs	275.00/hr	\$220.00
03/29/13	SSS	Review email correspondence re Art Display Agreement.(.2) Draft revised Agreement providing for commission payable to Tully's upon consummation of sale of Artworks.(.7)	0.90 Hrs	275.00 /hr	\$247.50
04/01/13	JMK	Conference w/ P. Lamb re bankruptcy issues.	0.10 Hrs	350.00/hr	\$35.00
04/01/13	PRL	Review email from S. Pearson re art display agreement (0.3).	0.30 Hrs	405.00/hr	\$121.50
04/02/13	PRL	Review email from J. Cullen re access agreement (.1). Review changes to access agreement (0.3).	0.40 Hrs	405.00 /hr	\$162.00
04/03/13	RJW	Review of correspondence from P. Lamb, including revised License Agreement from buyers regarding headquarters space.(0.1) Preparation of comparison vs. earlier draft.(0.1) Review of revisions.(0.1)	0.30 Hrs	335.00 /hr	\$100.50

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**TULLY'S COFFEE CORPORATION** 

September 12, 2013 Bill Number: 130491

File Number TUL003.0168

### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
04/03/13	PRL	Telephone call from R. Weber re review of limited access agreement (0.2). Review email from M. Farrell re access agreement (0.2).	0.40 Hrs	405.00 /hr	\$162.00
04/04/13	EKM	Employment: Telephone conference with C. Campbell regarding Holly Laik and successor liability for EEOC agreement.	0.20 Hrs	325.00 /hr	\$65.00
04/04/13	PRL	Telephone call from G. Bush (0.2).	0.20 Hrs	405.00/hr	\$81.00
04/05/13	PRL	Telephone call from G. Bush (0.2) re prepping for closing. Review email from M. Farrell re updated closing lists (0.2). Review closing checklists (0.5). Work on closing deliveries package (0.3).	1.20 Hrs	405.00 /hr	\$486.00
04/08/13	KRM	Review of revised closing checklist and closing documents(.2). Attend meeting with P. Lamb and S. Schalla regarding closing and execution of signature pages (.3). Review of closing documents and prepare signature pages for execution(1.6).	2.10 Hrs	180.00 /hr	\$378.00
04/08/13	EKM	Employment. Legal research re successor liability in ADA cases and conciliation agreements with the EEOC.	1.90 Hrs	325.00 /hr	\$617.50
04/08/13	PRL	Conference with E. Maurer re successor liability for EEOC settlement (0.5). Review email from E. Maurer re same (0.3). Telephone conference with Tully's Board (1.0).	1.80 Hrs	405.00 /hr	\$729.00
04/09/13	EKM	Employment: Review cases. Conference with P. Lamb.(1.6) Advise C. Campbell in email regarding question of successor liability.(0.5)	2.10 Hrs	325.00 /hr	\$682.50
04/09/13	PRL	Review email from S. Pearson re lease issues (0.2). Review E. Maurer re successor liability issue (0.3).	0.50 Hrs	405.00 /hr	\$202.50
04/11/13	KRM	Finalize signature pages to closing documents (.4. ) Prepare signing list .(4)	0.80 Hrs	180.00/hr	\$144.00

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**TULLY'S COFFEE CORPORATION** 

September 12, 2013 Bill Number: 130491

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#### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	Description	<u>Time</u>	<u>Rate</u>	<u>Value</u>
04/15/13	PRL	Preparation of letter re TCAPP (1.5). Telephone call from J. Cullen and M. Avenatti (0.3). Review email from S. Pearson re response letter (0.2). Review emails from J. Cullen re TCAPP note (0.3). Review email from M. Farrell re Boeing update (0.2). Review revised letter re TCAPP note with J. Cullen changes (0.3) Preparation of email to S. Pearson re revised letter (0.3). Review email from S. Pearson re same (0.2). Review emails from M. Farrell (0.5). Preparation of emails to J. Cullen (0.3). Preparation of emails to Pearson (0.3).	4.10 Hrs	405.00 /hr	\$1,660.50
04/16/13	PRL	Review email from J. Day (0.2). Review emails from M. Farrell re closing signatures, etc. (0.5).	0.70 Hrs	405.00 /hr	\$283.50
04/16/13	EKM	Employment: Complete research on ERISA notice and disclosure obligations to individual employees.	1.60 Hrs	325.00/hr	\$520.00
04/17/13	PRL	Telephone call from S. Pearson (0.3). Telephone conference with S. Pearson and J. Day (0.5). Review emails from S. Pearson (0.8). Review updated funds flow memo (0.3). Work on closing items (0.7).	2.60 Hrs	405.00 /hr	\$1,053.00
04/17/13	KRM	Review of signing list and closing documents.(.3) Add additional document and update signing list. (.5) Email closing documents to P. Lamb.(.1)	0.90 Hrs	180.00 /hr	\$162.00
04/18/13	PRL	Telephone conference with S. Pearson (0.3). Review emails from S. Pearson (0.5). Preparation of emails to S. Pearson (0.3). Work on closing items (0.5).	1.80 Hrs	405.00 /hr	\$729.00
04/19/13	PRL	Telephone conference with S. Pearson, J. Day and M. Farrell (1.0).	1.00 Hrs	405.00 /hr	\$405.00
04/22/13	PRL	Telephone conference with S. Pearson, J. Day and M. Farrell (0.5). Work on signature page packets for closing (0.5).	1.00 Hrs	405.00 /hr	\$405.00
04/23/13	KRM	Review of email regarding missing closing documents and email to P. Lamb regarding same. (.6) Email closing document for signature. (.2)	0.80 Hrs	180.00 /hr	\$144.00

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**TULLY'S COFFEE CORPORATION** 

September 12, 2013 Bill Number: 130491

File Number TUL003.0168

### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	Description	<u>Time</u>	<u>Rate</u>	<u>Value</u>
04/23/13	PRL	Telephone call from M. Farrell re closing signatures, etc. (0.3). Review email from M. Farrell re closing questions (0.1). Review closing questions (0.3). Preparation of answers for M. Farrell (0.3). Review email from J. Day (0.4). Review emails from J. Cullen (0.5). Preparation of emails to J. Cullen (0.5). Review emails from J. Day and M. Farrell (0.4). Work on closing items and conference with K. Madden re same (0.3). Review emails from S. Pearson (0.5)	3.60 Hrs	405.00 /hr	\$1,458.00
04/24/13	PRL	Telephone call from M. Farrell re items on closing signatures list (0.3). Review emails from M. Farrell, J. Day and S. Pearson (1.0). Review emails from J. Cullen re TCAPP (1.0). Preparation of emails to J. Cullen re same (1.0). Review emails from M. Farrell (0.3).	3.60 Hrs	405.00 /hr	\$1,458.00
04/24/13	KRM	Review of minute books for completeness.(0.2) Email to P. Lamb regarding same.(0.2)	0.40 Hrs	180.00 /hr	\$72.00
04/25/13	PRL	Telephone call from J. Day (0.3). Review emails from J. Day, M. Farrell, C. Tobin-Presser (1.0). Review emails from S. Pearson (0.5). Review emails re lease issue (1.0). Review S. Schalla analysis re asset purchase agreement (0.3). Preparation of emails to S. Pearson, M. Farrell and J. Day (1.0).	4.10 Hrs	405.00 /hr	\$1,660.50
04/25/13	SSS	Conference with Pat Lamb re various matters.(0.3) Review Asset Purchase Agreement.(1.8)	2.10 Hrs	275.00 /hr	\$577.50
04/26/13	RJW	Review of correspondence from P. Lamb, including drafts of Lease Agreement between Landlord and Global Baristas (.1). Review of the letter and Lease Agreement (.3). Made revisions to the Lease Agreement (.3). Correspondence to C. Tobin-Presser, including the revised documents (.1). Review of correspondence from C. Tobin-Presser regarding reimbursement of rent to Global Baristas (.1). Correspondence to C. Tobin-Presser regarding rent reimbursement (.1).	1.00 Hrs	335.00 /hr	\$335.00

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September 12, 2013 Bill Number: 130491

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### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	<u>Description</u>		<u>Time</u>	<u>Rate</u>	<u>Value</u>
04/26/13	PRL	Telephone call from G. Bush (0.4). Telephone call from S. Pearson (0.3). Telephone call from C. Tobin-Presser (0.3). Telephone conference with client and BSK (0.5). Review emails from J. Day re Boeing (0.3). Review email from S. Pearson re Singapore (0.3). Review letter agreement re home office lease (0.3). Preparation of email to C. Evans re TCAPP (0.3). Review email from G. Bush (0.3).			405.00 /hr	\$1,215.00
04/26/13	SSS	Review and analyze bankruptcy coun- of transfer of TCAP without consent.	sel's analysis	s 0.60 Hrs	275.00 /hr	\$165.00
04/26/13	KRM	Review and process requested emails	<b>S</b> .	1.60 Hrs	180.00 /hr	\$288.00
04/29/13	PRL	Review time entries re B. Bush questions (1.0).  Telephone conference with G. Bush re same (1.0).  Telephone call from G. Bush (0.4). Telephone calls from S. Pearson (0.8). Review email from C. Evans (0.3).			405.00 /hr	\$1,417.50
04/29/13	KRM	Review of email regarding requested in Search and produce requested emails		1.10 Hrs	180.00/hr	\$198.00
04/30/13	PRL	Review emails from G. Bush, S. Pears Farrell (1.0). Telephone call from S. F		1.50 Hrs ).	405.00 /hr	\$607.50
04/30/13	KRM	Review and process requested emails.		1.70 Hrs	180.00 /hr	\$306.00
		TOTAL PRO	FESSIONAI	L SERVICES		\$20,193.00
PROFES	SIONAL	SERVICES				
SUSAN S	. SCHALL	A	6.20 Hrs	275.00 /hr	\$1,705.00	
C. SCOTT	PENNEF	3	0.40 Hrs	360.00 /hr	\$144.00	
ELIZABETH K. MAURER			5.80 Hrs	325.00 /hr	\$1,885.00	
JASON M. KETTRICK			0.10 Hrs	350.00 /hr	\$35.00	
KELLI R. I	MADDEN		9.40 Hrs	180.00 /hr	\$1,692.00	
PATRICK	R. LAMB		35.30 Hrs	405.00 /hr	\$14,296.50	
ROBERT	J. WEBEF		1.30 Hrs	335.00 /hr	\$435.50	
			58.50		\$20,193.00	

LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

**TULLY'S COFFEE CORPORATION** 

September 12, 2013 Bill Number: 130491

File Number TUL003.0168

DISBURSEMENTS
Through September 4, 2013
Computer Research
Computer Research

311.85

TOTAL DISBURSEMENTS

\$311.85

TOTAL THIS BILL \$20,504.85

LAW OFFICES
A PROFESSIONAL SERVICE CORPORATION
701 FIFTH AVENUE, SUITE 3600
SEATTLE, WA 98104-7010
FAX (206) 622-8983
TEL (206) 622-8020

TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION 3100 AIRPORT WAY S SEATTLE, WA 98134-2116 September 12, 2013 Bill Number: 130493

File Number TUL003.0168

Re: SPECIAL COUNSEL

### REMITTANCE STATEMENT

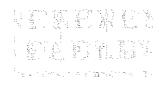
Please enclose this page with your payment or include this information on your check stub.

	Bill number	Date of Bill	Bill amount	Credits/Late Fees	Amount due	Amount remitted
	130491	09/12/2013	\$20,504.85	\$0.00	\$20,504.85	\$
*	130493	09/12/13	\$5,069.50	\$0.00	\$5,069.50	\$
					\$25,574.35	\$

<sup>\* -</sup> Current Bill

If you have already paid any portion of the total balance, we thank you. If not, please remit payment in full as soon as possible.

METH	OD OF PAYMENT					
Check or money order payable to Carney Badley Spellman						
Visa/MC No:	Exp Date: Amount to Charge:					
Name on Account:						
Signaturo:						



LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION 3100 AIRPORT WAY S SEATTLE, WA 98134-2116 September 12, 2013 Bill Number: 130493

File Number TUL003.0168

Re: SPECIAL COUNSEL

FOR PROFESSIONAL SERVICES

### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
05/01/13	KRM	Finalize review of emails and prepare documents for delivery to Bush Strout.	1.80 Hrs	180.00 /hr	\$324.00
05/01/13	PRL	Review emails from G. Bush re response to Foster document request (0.3). Work on same (1.1). Po email to J. Cullen re same (0.1).	1.50 Hrs	405.00 /hr	\$607.50
05/02/13	KRM	Prepare emails for delivery to Bush Strout.	0.20 Hrs	180.00/hr	\$36.00
05/06/13	PRL	Telephone call from S. Pearson and C. Campbell (0.5). Review email from J. Cullen re questions re TCAPP note (0.2). Preparation of email to C. Campbell re same (0.5). Telephone call to C. Campbell re same. (0.5). Preparation of email to J. Cullen re same (0.3).	2.00 Hrs	405.00 /hr	\$810.00
05/07/13	PRL	Review email from J. Cullen re additions to TCAPP letter (0.1). Preparation of email to J. Cullen re same (0.1).	0.20 Hrs	405.00 /hr	\$81.00
05/13/13	SSS	Review loan from TCAPP to AFCM, along with subsequent amendments.(0.2) Revise letter agreement with AFCM to better describe who the payor and payee are in the Promissory Note.(0.7)	0.90 Hrs	275.00 /hr	\$247.50
05/13/13	PRL	Work on final closing documents signature list.(0.4) Review email from J. Cullen re same.(0.3) Preparation of emails to J. Cullen.(0.3)	1.00 Hrs	405.00 /hr	\$405.00
05/14/13	KRM	Revise signature pages with current date and prepare signature package.	0.70 Hrs	180.00 /hr	\$126.00
05/15/13	PRL	Conference with S. Schalla and K. Madden re financing list of closing items (1.5). Review email from J. Cullen (0.2). Review emails from G. Bush and S. Pearson re closing signature list (0.3)	2.00 Hrs	405.00 /hr	\$810.00

LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

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TULLY'S COFFEE CORPORATION

September 12, 2013 Bill Number: 130493

File Number TUL003.0168

### PROFESSIONAL SERVICES

Thru September 04, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>		<u>Time</u>	<u>Rate</u>	<u>Value</u>
05/15/13	KRM	Review of latest closing checklist.(. with P. Lamb and S. Schalla to revipages.(.3) Update signature pages and email to P. Lamb.(.9)	iew signature	1.40 Hrs t	180.00 /hr	\$252.00
05/15/13	SSS	Meeting with Pat Lamb and Kelli M Review Asset Purchase Agreemen conditions and ensure we have all documents and signature pages.(0	1.20 Hrs	275.00 /hr	\$330.00	
05/17/13	PRL	Finalize closing items lists and prepto J. Cullen re same.	paration of emai	1.00 Hrs	405.00 /hr	\$405.00
05/20/13	PRL	Review email from J. Cullen re clos (0.1).	sing documents	0.10 Hrs	405.00 /hr	\$40.50
05/20/13	KRM	Prepare full documents and signatudelivery.	ure pages for	0.90 Hrs	180.00 /hr	\$162.00
05/29/13	PRL	Review emails from C. Campbell recompany matter (0.5). Review files Preparation of email to C. Campbe	s re same (0.5).		405.00 /hr	\$405.00
		TOTAL P	ROFESSIONAL	SERVICES		\$5,041.50
PROFESSIONAL SERVICES						
SUSAN S. SCHALLA			2.10 Hrs	275.00 /hr	\$577.50	
KELLI R. MADDEN			5.00 Hrs	180.00 /hr	\$900.00	
PATRICK F	R. LAMB		8.80 Hrs	405.00 /hr	\$3,564.00	
			15.90		\$5,041.50	

**DISBURSEMENTS** 

Through September 4, 2013

Legal Messenger

Legal Messenger

28.00

TOTAL DISBURSEMENTS

\$28.00

**TULLY'S COFFEE CORPORATION** 

LAW OFFICES
A PROFESSIONAL SERVICE CORPORATION

701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

September 12, 2013 Bill Number: 130493 File Number TUL003.0168

TOTAL THIS BILL \$5,069.50

LAW OFFICES
A PROFESSIONAL SERVICE CORPORATION
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SEATTLE, WA 98104-7010
FAX (206) 622-8983
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TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION 3100 AIRPORT WAY S SEATTLE, WA 98134-2116 September 12, 2013 Bill Number: 130494

File Number TUL003.0168

Re: SPECIAL COUNSEL

### REMITTANCE STATEMENT

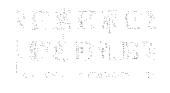
Please enclose this page with your payment or include this information on your check stub.

	Bill number	<u>Date of Bill</u>	Bill amount	Credits/Late Fees	Amount due	Amount remitted
	130491	09/12/2013	\$20,504.85	\$0.00	\$20,504.85	\$
	130493	09/12/2013	\$5,069.50	\$0.00	\$5,069.50	\$
*	130494	09/12/13	\$23,274.97	\$0.00	\$23,274.97	\$
					\$48,849.32	\$

<sup>\* -</sup> Current Bill

If you have already paid any portion of the total balance, we thank you. If not, please remit payment in full as soon as possible.

ME	THOD OF PAYMENT					
Check or money order payable to Carney Badley Spellman						
Visa/MC No:	Exp Date:	Amount to Charge:				
Name on Account:						
Signature:						



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TULLY'S COFFEE CORPORATION 3100 AIRPORT WAY S SEATTLE, WA 98134-2116 September 12, 2013 Bill Number: 130494

File Number TUL003.0168

Re: SPECIAL COUNSEL

FOR PROFESSIONAL SERVICES

#### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	Description	<u>Time</u>	<u>Rate</u>	<u>Value</u>
06/03/13	PRL	Review emails from G. Bush re signature pages for closing documents (0.3). Review email from J. Cullen (0.2). Preparation of email to J. Cullen (0.2). Preparation of email to G. Bush (0.2).	0.90 Hrs	405.00 /hr	\$364.50
06/04/13	PRL	Tully's Board of Directors' call (1.0).	1.00 Hrs	405.00/hr	\$405.00
06/05/13	PRL	Telephone call from S. Pearson (0.5). Review email from G. Bush re lease assignment form (0.1). Review form (0.5).	1.10 Hrs	405.00 /hr	\$445.50
06/07/13	RJW	Review of proposed Assignment of the Lease on 45th in Seattle, WA.	0.40 Hrs	335.00 /hr	\$134.00
06/07/13	PRL	Review issues re form of lease assignment (0.5). Preparation of email to G. Bush re same (0.1). Review email from G. Bush re same (0.1).	0.70 Hrs	405.00 /hr	\$283.50
06/10/13	PRL	Review emails from J. Cullen (0.2). Preparation of emails to J. Cullen (0.2).	0.40 Hrs	405.00/hr	\$162.00
06/11/13	PRL	Review email from J. Cullen (0.1). Preparation of email to C. Evans (0.2). Review email from C. Evans (0.1).	0.40 Hrs	405.00 /hr	\$162.00
06/12/13	PRL	Review email from C. Evans (0.1). Review revised TCAPP letter (0.3). Preparation of email to J. Cullen (0.1). Review draft closing checklist (0.5). Review email from C. Campbell (0.1). Review email from A. Schwabe (0.1). Review email from J. Cullen (0.2). Preparation of email to J. Cullen (0.2). Preparation of emails to J. Cullen and C. Evans (0.3).	1.90 Hrs	405.00 /hr	\$769.50

LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

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TULLY'S COFFEE CORPORATION

September 12, 2013 Bill Number: 130494

File Number TUL003.0168

### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	Description	<u>Time</u>	<u>Rate</u>	<u>Value</u>
06/13/13	PRL	Telephone conference with J. Cullen and C. Evans (0.3). Revision of TCAPP letter (0.4). Preparation of email to J. Cullen and C. Evans re same (0.2). Review email from S. Pearson (0.1). Review emails from J. Cullen and C. Evans approving final TCAPP letter (0.3). Review email from C. Campbell and review letter from D&O carrier (0.4).	1.70 Hrs	405.00 /hr	\$688.50
06/17/13	PRL	Review emails from S. Pearson (0.1). Review emails from A. Shwab (0.2). Review email from C. Evans (0.1). Preparation of email to C. Evans (0.1). Review email from G. Bush (0.1). Review signed TCAPP letter (0.1). Review closing checklist (0.5). Finalize signature pages for execution (0.3). Review email from A. Shwab re closing checklist (0.2). Preparation of emails to J. Cullen, C. Evans and A. Shwab (0.3).	2.00 Hrs	405.00 /hr	\$810.00
06/17/13	KRM	Review of signing list and prepare signature pages.	1.20 Hrs	180.00/hr	\$216.00
06/18/13	PRL	Telephone call from G. Bush (0.2). Telephone calls from A. Shwab (0.3). Review email from G. Bush (0.1). Review employee termination letter (0.3). Review updated closing checklist (0.3). Review email from A. Shwab (0.1). Work on open closing items (0.5). Review emails from A. Shwab re Farnam and DPI (0.4).	2.20 Hrs	405.00 /hr	\$891.00
06/18/13	SSS	Review buyer's and seller's versions of closing checklists for consistency.(0.2) Identify items outstanding in preparation for closing.(0.4)	0.60 Hrs	275.00 /hr	\$165.00
06/18/13	KRM	Review of closing list from Foster Pepper and prepare signing list.	1,20 Hrs	180.00 /hr	\$216.00
06/19/13	KRM	Prepare and organize signature pages and closing documents for execution.	3.00 Hrs	180.00 /hr	\$540.00

LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION

September 12, 2013 Bill Number: 130494

File Number TUL003.0168

### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	Description	<u>Time</u>	<u>Rate</u>	<u>Value</u>
06/19/13	PRL	Review email from G. Bush (0.1). Work on preparing and finalizing documents for signing (0.5). Review email from A. Shwab (0.1). Review updated closing checklist (0.3). Review emails from A. Shwab and S. Pearson re same. (0.5). Preparation of to A. Shwab re same (0.2). Review email email from G. Bush re escrow letter (0.1). Review escrow letter (0.2). Review emails from S. Pearson and A. Shwab re signing, etc. (0.4). Preparation of emails to G. Bush, A. Shwab, S. Pearson re closing items (0.5).	2.90 Hrs	405.00 /hr	\$1,174.50
06/19/13	SSS	Review Buyer's revised closing checklist.(0.2) Review draft Escrow Agreement and analyze whether it responds to closing requirements in Asset Purchase Agreement.(0.3)	0.50 Hrs	275.00 /hr	\$137.50
06/20/13	PRL	Prepare for signing meeting with S. Pearson (0.5). Meeting with S. Pearson (1.0). Telephone conference with S. Pearson, G. Bush and S. Anderson (0.3). Telephone call from A. Shwab (0.2). Tully's Board call (1.0). Review emails from J. Cullen (0.3). Review emails from A. Shwab (0.3).	3.60 Hrs	405.00 /hr	\$1,458.00
06/20/13	KRM	Prepare the signature page packages for execution and attend signing with Mr. Pearson. (1.0) Verify documents have been executed. (.2)	1.20 Hrs	180.00 /hr	\$216.00
06/21/13	KRM	Prepare original signature pages for delivery to Mr. Bush.(9) Prepare vehicle bill of sale and email to P. Lamb. (.3)	1.20 Hrs	180.00 /hr	\$216.00
06/21/13	PRL	Telephone call from S. Pearson re vehicle titles (0.2). Telephone call from G. Bush (0.1). Telephone call to G. Bush re document delivery and vehicle titles (0.2). Telephone calls from G. Bush and A. Shwab (0.3). Telephone call from S. Pearson (0.2). Preparation of email to S. Phillips (0.4). Review emails from A. Shwab and C. Campbell re vehicle titles (0.5). Preparation of emails to A. Shwab and C. Campbell re same (0.3). Review email from S. Pearson (0.1).	2.30 Hrs	405.00 /hr	\$931.50

LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

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TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION

September 12, 2013 Bill Number: 130494

File Number TUL003.0168

#### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>		
06/24/13	KRM	Email communications regarding signature pages.	0.40 Hrs	180.00 /hr	\$72.00		
06/24/13	PRL	Telephone call from G. Bush (0.2). Telephone call from S. Pearson (0.2). Review email from J. Cullen (0.2). Review emails from J. Cullen (0.2). Review emails from J. Cullen (0.2). Review email from J. Cullen re closing document issues (0.5). Review issues re various documents (1.0). Review emails from G. Bush, S. Pearson and C. Campbell re same (1.0). Review J. Cullen email re vehicle titles (0.1). Review emails from S. Phillips re D&O (0.3). Review emails re timing of delivery of original TCAPP letter (0.5). Revision of closing documents (0.5).	4.90 Hrs	405.00 /hr	\$1,984.50		
06/24/13	SSS	Revise closing documents to final form per correspondence with J. Cullen.(0.9) Confer with P. Lamb and K. Madden.(0.3)	1.20 Hrs	275.00/hr	\$330.00		
06/25/13	KRM	Prepare minute books for delivery.(.3) Conference with P. Lamb and Ms. Campbell regarding signature pages (.3) Prepare signing list and additional documents for signature. (3.30)	3.90 Hrs	180.00 /hr	\$702.00		
06/25/13	PRL	Telephone calls from G. Bush (0.4). Review email from H. Shea. (0.1). Review emails from S. Anderson, C. Campbell and S. Pearson re closing (0.5). Preparation of email to J. Cullen re revised documents (0.3). Review email from J. Cullen re same (0.2). Review email from J. Cullen re assignment of contract (0.2). Review assignment (0.3). Preparation of emails to coordinate document signing (0.4). Review email from J. Cullen re waiver and release (0.2). Review revised waiver (0.3). Preparation of email to J. Cullen re same (0.1). Review email from C. Campbell (0.1). Review emails re closing documents (1.0). Review vehicle title emails (0.3). Work on closing documents (1.0).	5.40 Hrs	405.00 /hr	\$2,187.00		
06/25/13	SSS	Discuss closing requirements with P. Lamb and K. Madden.(0.2) Review board consent to Asset Purchase Agreement to determine whether additional consent is needed.(0.1)	0.30 Hrs	275.00 /hr	\$82.50		

LAW OFFICES
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**TULLY'S COFFEE CORPORATION** 

September 12, 2013 Bill Number: 130494

File Number TUL003.0168

### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	Description	<u>Time</u>	<u>Rate</u>	<u>Value</u>
06/26/13	PRL	Telephone call from S. Pearson (0.5). Telephone call to S. Pearson (0.3). Review email from H. Suga (0.2). Review email from M. Avenatti (0.2). Review revised release (0.3). Coordinate delivery of documents (0.5). Review emails from J. Cullen (0.4). Review emails from S. Pearson (0.5). Review emails re funds escrow issues (0.5). Review emails re waiver from C. Campbell (0.3). Preparation of emails re same (0.3). Review emails from D&O insurance renewal (0.3). Review emails from J. Cullen, G. Bush and S. Pearson (0.8).	5.60 Hrs	405.00 /hr	\$2,268.00
06/26/13	KRM	Review of executed signature pages and prepare for delivery to Mr. Cullen.(.7)	0.70 Hrs	180.00/hr	\$126.00
06/26/13	SSS	Review Asset Purchase Agreement regarding accumulated employee severance benefits and whether Buyer will assume those obligations.	0.30 Hrs	275.00 /hr	\$82.50
06/27/13	PRL	Review email from J. Cullen (0.2). Review emails re closing (0.4). Telephone call from S. Pearson (0.5). Review email from J. Cullen re closing checklist (0.3). Review closing checklist (0.5). Review emails re Nissan vehicle (0.5). Review bill of sale (0.3). Work on delivering final documents (0.5). Review emails re employee questions (1.0). Preparation of emails re employee questions (1.0).	5.20 Hrs	405.00 /hr	\$2,106.00
06/27/13	KRM	Prepare bill of sale for 2012 Nissan truck.(.3) Prepare documents for delivery to Mr. Cullen. (.2)	0.50 Hrs	180.00 /hr	\$90.00

LAW OFFICES
A PROFESSIONAL SERVICE CORPORATION

701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION

September 12, 2013 Bill Number: 130494

File Number TUL003.0168

### PROFESSIONAL SERVICES

•					_	
<u>Date</u>	<u>Atty</u>	<u>Description</u>		<u>Time</u>	<u>Rate</u>	<u>Value</u>
06/28/13	PRL	Telephone call from G. Bush (.2 from S. Pearson, S. Anderson a severance questions (1.0). Revissue and company severance prelephone call from G. Bush reconference with L. Luke (.3). Reallysis (.5). Review additional Bush and S. Pearson (.5). Prep S. Pearson (.3). Work on commemployees re: same (.5). Telephone reson to discuss (.4). Telephone re: closing issues (.4). Liberty cancellation (.5).	and G. Bush re: view severance policy (1.0). same (.3). deview L. Luke emails from G. paration of email to nunications to whone call from S. one call from S.		405.00 /hr	\$2,389.50
06/28/13	KRM	Email communications with P. L turning over minute books and r service. (.1) Prepare minute boo prepare documents for delivery.	egistered agent ok receipts and	0.40 Hrs	180.00 /hr	\$72.00
06/28/13	LJL	Review correspondence receives severance pay policy issue (0.1) Severance Pay Policy (0.3); Corcounsel (0.2); Conference with a Review correspondence receives client (0.2); Prepare draft langua inquiries about Severance Pay I recommendations regarding res (0.3).	); Review rrespondence to counsel (0.1); ed from counsel an age regarding Policy and		325.00 /hr	\$390.00
		TOTA	L PROFESSIONAL	L SERVICES		\$23,268.00
PROFE	SSIONAL	SERVICES				
LUCINDA	J. LUKE		1,20 Hrs	325.00 /hr	\$390.00	
SUSAN S	S. SCHALL	A	2.90 Hrs	275.00 /hr	\$797.50	
KELLI R.	MADDEN		13.70 Hrs	180.00 /hr	\$2,466.00	
PATRICK	R. LAMB		48.10 Hrs	405.00 /hr	\$19,480.50	
ROBERT	J. WEBEF	2	0.40 Hrs	335.00 /hr	\$134.00	
			66.30	_	\$23,268.00	•

LAW OFFICES
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701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

**TULLY'S COFFEE CORPORATION** 

September 12, 2013 Bill Number: 130494

File Number TUL003.0168

**DISBURSEMENTS** 

Through September 4, 2013

Postage

Postage

6.97

TOTAL DISBURSEMENTS

\$6.97

TOTAL THIS BILL \$23,274.97

LAW OFFICES
A PROFESSIONAL SERVICE CORPORATION
701 FIFTH AVENUE, SUITE 3600
SEATTLE, WA 98104-7010

FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION 3100 AIRPORT WAY S SEATTLE, WA 98134-2116 September 12, 2013 Bill Number: 130495

File Number TUL003.0168

Re: SPECIAL COUNSEL

#### REMITTANCE STATEMENT

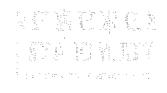
Please enclose this page with your payment or include this information on your check stub.

	Bill number	Date of Bill	Bill amount	Credits/Late Fees	Amount due	Amount remitted
	130491	09/12/2013	\$20,504.85	\$0.00	\$20,504.85	\$
	130493	09/12/2013	\$5,069.50	\$0.00	\$5,069.50	\$
	130494	09/12/2013	\$23,274.97	\$0.00	\$23,274.97	\$
*	130495	09/12/13	\$14,999.50	\$0.00	\$14,999.50	\$
					\$63,848.82	\$

<sup>\* -</sup> Current Bill

If you have already paid any portion of the total balance, we thank you. If not, please remit payment in full as soon as possible.

	METHOD OF PAYMENT
Check or money order payable	e to Carney Badley Spellman
Visa/MC No:	Exp Date: Amount to Charge:
Name on Account:	
Signature:	



LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION 3100 AIRPORT WAY S SEATTLE, WA 98134-2116 September 12, 2013 Bill Number: 130495

File Number TUL003,0168

Re: SPECIAL COUNSEL

FOR PROFESSIONAL SERVICES

### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	Description	<u>Time</u>	<u>Rate</u>	<u>Value</u>
07/01/13	PRL	Review email from J. Cullen (0.1). Check status of TCAPP letter (0.2). Preparation of email to J. Cullen re status (0.1). Preparation of email to G. Bush (0.1). Review status of closing (0.2). Preparation of emails to G. Bush (0.3). Telephone call from B. Bush re C. Campbell (0.3).	1.30 Hrs	405.00 /hr	\$526.50
07/02/13	PRL	Review email from S. Anderson (0.2). Review draft letter to shareholders (0.5).	0.70 <b>H</b> rs	405.00 /hr	\$283.50
07/03/13	SSS	Review minutes and board consents for discussions of deferment of 2012 bonuses, setting 2013 bonuses aside, and reimbursement of legal expenses incurred by officers.	0.30 Hrs	275.00/hr	\$82.50
07/03/13	PRL	Review email from G. Bush (0.3). Review Farnam attachment (0.2). Review email from A. Schwab re Board documents re various issues (0.3). Review Board documents re same (0.5). Review emails re shareholder letters (0.3). Review emails from S. Pearson re questions about Singapore termination (0.3). Preparation of email to A. Shwab re Board documents (0.3). Preparation of email to C. Campbell re need for Singapore response (0.3). Review email from S. Pearson re same (0.1). Review email re need for C. Campbell consulting agreement (0.3). Preparation of emails to S. Anderson re Board issues (0.3). Review emails from S. Anderson re same (0.3).	3.50 Hrs	405.00 /hr	\$1,417.50

LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

**TULLY'S COFFEE CORPORATION** 

September 12, 2013 Bill Number: 130495

File Number TUL003.0168

### PROFESSIONAL SERVICES

<u>Date</u> <u>A</u>	tty <u>Description</u>	<u>on</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
07/08/13 PF	(0.5). Prep (0.3). Revi Preparation from S. And	ails from S. Anderson re Board issues paration of email to S. Anderson re same ew C. Campbell agreement (0.5). In of email re same (0.2). Review email derson re Board issues (0.2) Review C. Campbell (0.2).	1.90 Hrs	405.00 /hr	\$769.50
07/08/13 SS	Campbell v on behalf o unanimous	ultant Agreement in which Cathy vill be authorized to take certain action f the company.(1.2) Draft related board consent approving the Agreement.(0.5)	1.70 Hrs	275.00 /hr	\$467.50
07/09/13 PF	Hendrickso (0.1). Revi agreement Board cons S. Anderso emails from Review em same (0.5).	ail from S. Anderson and J. on (0.5). Review emails from G. Bush ew draft exhibit to C. Campbell (0.3). Review S. Anderson changes to sents (0.3). Review emails re same from n and J. Hendrickson (0.3). Review a C. Campbell re various issues (0.3). ails from J. Hendrickson and G. Bush re . Preparation of emails to C. Campbell, n and G. Bush (0.5).	2.80 Hrs	405.00 /hr	\$1,134.00
07/09/13 SS	Consultant	ft board of directors consent regarding Agreement with Cathy Campbell, to ctors' comments.	0.20 Hrs	275.00 /hr	\$55.00
07/10/13 PF	Hendrickso emails from secondary	ails from S. Anderson and J. n re Board consents (0.3). Review n C. Campbell and G. Bush re signeds (0.3). Review draft Board 3). Preparation of email re same (0.2).	1.10 Hrs	405.00 /hr	\$445.50
07/10/13 SS	Hendrickso	rate resolutions authorizing Jan n to be additional check signer, and ount requiring two signers to \$5000.	0.50 Hrs	275.00 /hr	\$137.50

LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

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**TULLY'S COFFEE CORPORATION** 

September 12, 2013 Bill Number: 130495

File Number TUL003.0168

### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	Description	<u>Time</u>	<u>Rate</u>	<u>Value</u>
07/11/13	PRL	Review email from J. Hendrickson (0.2). Review emails from C. Campbell (0.3). Review email from S. Anderson re employee severance (0.5). Review documents related to same (1.0). Review email from G. Bush (0.3). Review email from C. Campbell (0.2). Preparation of emails to C. Campbell (0.3). Preparation of emails to G. Bush re severance (0.2).	3.00 Hrs	405.00 /hr	\$1,215.00
07/12/13	PRL	Finalize consulting agreement for C. Campbell (0.5). Review email from J. Hendrickson (0.2). Review email from C. Campbell (0.2). Review emails from S. Anderson re severance issues (0.5). Review emails from C. Campbell and S. Anderson re various matters (0.5).	1.90 Hrs	405.00 /hr	\$769.50
07/15/13	PRL	Telephone conference with S. Anderson, J. Hendrickson and G. Bush (1.0). Telephone call from G. Bush (0.4). Review emails from G. Bush (0.5). Review S. Pearson claim (0.5). Review S. Pearson attorney letter (0.5). Preparation of emails re employment/severance issues (1.0). Review email from J. Cullen re Tully's International (0.2). Review files re same (0.5). Preparation of email to J. Cullen (0.2).	4.80 Hrs	405.00 /hr	\$1,944.00
07/15/13	LJL	Review correspondence received regarding severance pay issue.	1.00 Hrs	325.00/hr	\$325.00
07/16/13	PRL	Telephone call from C. Campbell (0.3). Review email from G. Bush (0.1). Review B. Leaverton letter (0.5). Review emails re same from G. Bush and J. Hendrickson (0.5).	1.40 Hrs	405.00 /hr	\$567.00
07/16/13	KRM	Review of corporate files for Tully's Coffee International.(.2) Email documents to P. Lamb.(.1)	0.30 Hrs	180.00 /hr	\$54.00
07/17/13	PRL	Review emails re severance issues (0.7).	0.70 Hrs	405.00 /hr	\$283.50

LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

> 701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

**TULLY'S COFFEE CORPORATION** 

September 12, 2013 Bill Number: 130495

File Number TUL003.0168

#### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
07/18/13	PRL	Telephone calls from G. Bush and A. Schwab (0.5). Telephone conference with G. Bush and S. Anderson (1.0). Review email from A. Schwab (0.2). Review need for new Board consent (0.3). Review Board consent (0.5). Preparation of email re same (0.2). Review emails from S. Anderson (0.3). Review severance issues with L. Luke (0.5).	3.50 Hrs	405.00 /hr	\$1,417.50
07/18/13	SSS	Draft board resolutions authorizing signor for plan of liquidation and disclosure statement, check signing, accountants' access to bank accounts, and post-closing adjustment analysis.	0.80 Hrs	275.00 /hr	\$220.00
07/18/13	LJL	Conference with counsel (.20); review correspondence received from counsel (.20); review handbook (.20); telephone conference with counsel (1.0)	1.60 Hrs	325.00 /hr	\$520.00
07/19/13	LJL	Review correspondence received from counsel (.30); review Severance Pay Policy received by counsel (.20); correspondence to counsel (.60).	1.10 Hrs	325.00 /hr	\$357.50
07/19/13	PRL	Review emails from S. Anderson (0.4). Review emails from J. Hendrickson (0.4). Review emails from G. Bush (0.5). Review emails from L. Luke re severance (0.5). Review emails re severance policy (0.5).	2.30 Hrs	405.00 /hr	\$931.50
07/22/13	PRL	Review emails from J. Hendrickson and A. Shwab re Board authority (0.5). Review emails re executed Board consent (0.3).	0.80 Hrs	405.00 /hr	\$324.00
07/23/13	PRL	Review emails from S. Anderson, S. Loeb and J. Hendrickson (0.3).	0.30 Hrs	405.00/hr	\$121.50
07/23/13	KRM	Review and process signature pages for consents.	0.20 Hrs	180.00/hr	\$36.00
07/25/13	KRM	Review of executed signature pages and prepare fully executed consent of Board of Directors.(0.5) Email to P. Lamb and update minute book records and corporate database.(0.2)	0.70 Hrs	180.00 /hr	\$126.00
07/29/13	PRL	Review emails re S. Pearson settlement (0.7).	0.70 Hrs	405.00/hr	\$283.50
		TOTAL PROFESSIONAL SE	RVICES	<del></del>	\$14,814.50

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TULLY'S COFFEE CORPORATION

September 12, 2013 Bill Number: 130495

File Number TUL003.0168

PROFESSIONAL SERVICES

LUCINDA J. LUKE	3.70 Hrs	325.00 /hr	\$1,202.50
SUSAN S. SCHALLA	3.50 Hrs	275.00 /hr	\$962.50
KELLI R. MADDEN	1.20 Hrs	180.00 /hr	\$216.00
PATRICK R. LAMB	30.70 Hrs	405.00 /hr	\$12,433.50
	39.10	-	\$14,814.50

**DISBURSEMENTS** 

Through September 4, 2013

Legal Messenger

Legal Messenger

185.00

TOTAL DISBURSEMENTS

\$185.00

TOTAL THIS BILL \$14,999.50

LAW OFFICES
A PROFESSIONAL SERVICE CORPORATION
701 FIFTH AVENUE, SUITE 3600
SEATTLE, WA 98104-7010
FAX (206) 622-8983

TEL (206) 622-8020 TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION 3100 AIRPORT WAY S SEATTLE, WA 98134-2116 September 12, 2013 Bill Number: 130496

File Number TUL003.0168

Re: SPECIAL COUNSEL

### REMITTANCE STATEMENT

Please enclose this page with your payment or include this information on your check stub.

	Bill number	Date of Bill	Bill amount	Credits/Late Fees	<u>Amount due</u>	Amount remitted
	130491	09/12/2013	\$20,504.85	\$0.00	\$20,504.85	\$
	130493	09/12/2013	\$5,069.50	\$0.00	\$5,069.50	\$
	130494	09/12/2013	\$23,274.97	\$0.00	\$23,274.97	\$
	130495	09/12/2013	\$14,999.50	\$0.00	\$14,999.50	\$
*	130496	09/12/13	\$7,167.00	\$0.00	\$7,167.00	\$
					\$71,015.82	\$

<sup>\* -</sup> Current Bill

If you have already paid any portion of the total balance, we thank you. If not, please remit payment in full as soon as possible.

i	METHOD OF PAYMENT				
Check or money order payable to Carney Badley Spellman					
Visa/MC No:	Exp Date: Am	nount to Charge:			
Name on Account:					
Signature:					



LAW OFFICES
A PROFESSIONAL SERVICE CORPORATION

701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION 3100 AIRPORT WAY S SEATTLE, WA 98134-2116 September 12, 2013 Bill Number: 130496

File Number TUL003.0168

Re: SPECIAL COUNSEL

FOR PROFESSIONAL SERVICES

### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	Description	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/07/13	PRL	Telephone call from A. Schwab (.2).	0.20 Hrs	405.00 /hr	\$81.00
08/08/13	PRL	Read email from J. Hendrickson regarding Board of Directors consent (.2). Preparation of email to J. Hendrickson regarding same (.3). Read email from J. Hendrickson (.2). Read additional email from J. Hendrickson regarding Campbell consent (.2). Read emails from G. Bush regarding same (.3). Preparation of Board of Director consent regarding signing authority (.3). Preparation of email to J. Hendrickson regarding same (.2). Preparation of emails to C. Campbell, J. Hendrickson and G. Bush (.5).	2.20 Hrs	405.00 /hr	\$891.00
08/08/13	KRM	Review of status of signature pages of corporate consents and email communications with P. Lamb regarding same.	0.30 Hrs	180.00 /hr	\$54.00
08/08/13	SSS	Draft unanimous written board consent authorizing Cathy Campbell to sign all documents relating to the Asset Purchase Agreement on behalf of Tully's.	0.40 Hrs	275.00 /hr	\$110.00
08/09/13	PRL	Read email from J. Hendrickson (.2). Preparation of email to J. Hendrickson regarding S. Pearson settlement (.3). Email from J. Hendrickson regarding same (.3). Preparation of email to J. Hendrickson regarding status of outstanding signatures (.3).	1.10 Hrs	405.00 /hr	\$445.50
08/09/13	KRM	Review of Board of Director consents and determine missing signature pages.(1.0) Email to P. Lamb regarding status.(0.1)	1.10 Hrs	180.00 /hr	\$198.00

LAW OFFICES A PROFESSIONAL SERVICE CORPORATION

701 FIFTH AVENUE, SUITE 3600 SEATTLE, WA 98104-7010 FAX (206) 622-8983 TEL (206) 622-8020 TAX ID #: 91-0911710

**TULLY'S COFFEE CORPORATION** 

September 12, 2013 Bill Number: 130496

File Number TUL003.0168

### PROFESSIONAL SERVICES

<u>Date</u>	<u>Atty</u>	Description	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/12/13	PRL	Read email from A. Schwab (.2). Work on separation/release agreement for S. Pearson (.5). Preparation of Board of Director Consent regarding same (.3).	1.00 Hrs	405.00 /hr	\$405.00
08/13/13	PRL	Read email from J. Hendrickson (.2). Read emails from G. Bush (.2). Preparation of email to J. Hendrickson (.2). Work on S. Pearson agreement (.5). Read emails from J. Hendrickson, C. Campbell and G. Bush regarding C. Campbell authority and Board of Director consent regarding same (.5). Preparation of emails to A. Schwab regarding same (.2).	1.80 Hrs	405.00 /hr	\$729.00
08/14/13	KRM	Review of email communications regarding preparing Board of Directors consent Mr. Pearson's resignation and settlement agreement.	1.70 Hrs	180.00 /hr	\$306.00
08/15/13	PRL	Read S. Pearson agreement (.5).	0.50 Hrs	405.00 /hr	\$202.50
08/15/13	LJL	Prepare draft Separation Agreement and General Release	4.50 Hrs	325.00 /hr	\$1,462.50
08/16/13	KRM	Update minute book receipt and prepare minute books for delivery to Mr. Cullen at Foster Pepper. Research registered agent services in Nevada and Washington.(0.7) Email communications with P. Lamb regarding change of registered agent service.(0.1) Update corporate database.(0.4) Revise Board of Director consent regarding resignation of Scott Pearson and election of officers. Email consent to P. Lamb.(0.1)	1.30 Hrs	180.00 /hr	\$234.00
08/19/13	PRL	Preparation of email regarding outstanding Board of Director consent signatures (.3).	0.30 Hrs	405.00 /hr	\$121.50
08/19/13	KRM	Review and process executed minute book receipt.	0.20 Hrs	180.00 /hr	\$36.00
08/20/13	KRM	Review and process signature page to Board of Directors consent.(0.2) Email to P. Lamb outstanding consents in need of execution.(0.1)	0.30 Hrs	180.00 /hr	\$54.00

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**TULLY'S COFFEE CORPORATION** 

September 12, 2013 Bill Number: 130496

File Number TUL003.0168

### PROFESSIONAL SERVICES

Thru September 04, 2013

<u>Date</u>	<u>Atty</u>	Description		<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/22/13	PRL	Read email from C. Campbell regarding TCAP payments (.3). Read files regarding UCC payment question (.5). Preparation of email to C. Campbell regarding same (.3). Read emails from J. Hendrickson regarding status of S. Pearson documentation (.5). Preparation of email to J. Hendrickson regarding same (.3). Revision of Board of Director consent regarding same (.5). Preparation of email to J. Hendrickson (.2). Read emails from G. Bush and A. Schwab regarding S. Pearson (.3). Preparation of emails to J. Hendrickson regarding same (.5).			405.00 /hr	\$1,377.00
08/22/13	KRM	Review of signature pages.(0.1) communications with P. Lamb re outstanding consents. (0.1)		0.20 Hrs	180.00 /hr	\$36.00
08/23/13	PRL	Telephone call from G. Bush (.2) documents forwarded by G. Bus of email to C. Campbell regardin (.3).	h (.5). Preparation	1.00 Hrs	405.00 /hr	\$405.00
		TOTAL	_ PROFESSIONAL	SERVICES	***************************************	\$7,148.00
PROFES	SIONAL	SERVICES				
LUCINDA	J. LUKE		4.50 Hrs	325,00 /hr	\$1,462.50	
SUSAN S.	SCHALL	4	0.40 Hrs	275.00 /hr	\$110.00	
KELLI R. N	NADDEN		5.10 Hrs	180.00 /hr	\$918.00	
PATRICK	R. LAMB		11.50 Hrs	405.00 /hr	\$4,657.50	
			21.50	<del></del>	\$7,148.00	

DISBURSEMENTS

Through September 4, 2013

Legal Messenger

Legal Messenger

19.00

TOTAL DISBURSEMENTS

\$19.00

TULLY'S COFFEE CORPORATION

LAW OFFICES
A PROFESSIONAL SERVICE CORPORATION

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TOTAL THIS BILL \$7,167.00